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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FIRST ATLANTIC RESIDENTIAL FUND, LP
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

EVAN LINKNER

(Contact Person)

FIRST ATLANTIC CAPITAL MANAGEMENT LLC

(Firm/Company)

1111 BRICKELL 11TH FLOOR

(Address)

MIAMI, FL 33131

(City, State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

EVAN LINKNER

(Name of Contact Person)

at (305) 877-3836

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$52.50 Filing Fee
- \$61.25 Filing Fee and Certificate of Status
- \$105.00 Filing Fee and Certified Copy
- \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**CERTIFICATE OF DISSOLUTION
FOR**

FIRST ATLANTIC RESIDENTIAL FUND LP

(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

Pursuant to the provisions of section 620.1203, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on 8/28/06, hereby submits this Certificate of Dissolution.

FIRST: Reason for dissolution: (State why partnership is submitting dissolution)

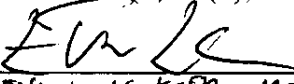
TO DISSOLVE ENTITY

SECOND: A Notice of Dissolution is attached.
(Check box if attached.)

THIRD: Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signatures of each general partner or the person appointed pursuant to s. 620.1803(3) or (4), F.S.:


EVAN LINKER, MANAGER
FIRST ATLANTIC CAPITAL MANAGEMENT LLC
GENERAL PARTNER

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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TALLAHASSEE FLORIDA